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NOTE: CHANGES MADE BY THE COURT

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11                   **UNITED STATES DISTRICT COURT**  
12                   **CENTRAL DISTRICT OF CALIFORNIA**  
13                   **Western Division**  
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15                   SECURITIES AND EXCHANGE  
16                   COMMISSION,  
17

18                   Plaintiff,

19                   vs.

20                   STEVE CHEN, USFIA, INC.,  
21                   ALLIANCE FINANCIAL GROUP,  
22                   INC., AMAUCTION, INC.,  
23                   ABORELL MGMT I, LLC,  
24                   ABORELL ADVISORS I, LLC,  
25                   ABORELL REIT II, LLC, AHOME  
26                   REAL ESTATE, LLC, ALLIANCE  
27                   NGN, INC., APOLLO REIT I, INC.,  
28                   APOLLO REIT II, LLC, AMKEY,  
                      INC., US CHINA CONSULTATION  
                     ASSOCIATION, and QUAIL RANCH  
                     GOLF COURSE, LLC

Defendants.

Case No. CV 15-07425 (RGK)(GJSx)

[PROPOSED] AMENDED FINAL  
JUDGMENT AS TO DEFENDANTS  
USFIA, INC., ALLIANCE  
FINANCIAL GROUP, INC.,  
AMAUCTION, INC., ABORELL  
MGMT I, LLC, ABORELL  
ADVISORS I, LLC, ABORELL REIT  
II, LLC, AHOME REAL ESTATE,  
LLC, ALLIANCE NGN, INC.,  
APOLLO REIT I, INC., APOLLO  
REIT II, LLC, AMKEY, INC., US  
CHINA CONSULTATION  
ASSOCIATION, and QUAIL RANCH  
GOLF COURSE, LLC

1 The Securities and Exchange Commission (“SEC”) having filed a Complaint  
2 and Defendants USFIA, Inc., Alliance Financial Group, Inc., Amauction, Inc.,  
3 Aborell Mgmt I, LLC, Aborell Advisors I, LLC, Aborell REIT II, LLC, Ahome Real  
4 Estate, LLC, Alliance NGN, Inc., Apollo REIT I, Inc., Apollo REIT II, LLC, Amkey,  
5 Inc., US China Consultation Association, and Quail Ranch Golf Course, LLC  
6 (collectively, “the Entity Defendants”) having entered a general appearance;  
7 consented to the Court’s jurisdiction over the Entity Defendants and the subject  
8 matter of this action; consented to entry of this Final Judgment without admitting or  
9 denying the allegations of the Complaint (except as to jurisdiction and except as  
10 otherwise provided herein in paragraph VII); waived findings of fact and conclusions  
11 of law; and waived any right to appeal from this Judgment:

L.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Entity Defendants and their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating Sections 5(a) and 5(c) of the Securities Act of 1933 (“Securities Act”), 15 U.S.C. §§ 77e(a) and (c), by, directly or indirectly, in the absence of any applicable exemption:

19 (a) Unless a registration statement is in effect as to a security, making use of  
20 any means or instruments of transportation or communication in  
21 interstate commerce or of the mails to sell such security through the use  
22 or medium of any prospectus or otherwise; or

23 (c) Making use of any means or instruments of transportation or  
24 communication in interstate commerce or of the mails to offer to sell or  
25 offer to buy through the use or medium of any prospectus or otherwise  
26 any security, unless a registration statement has been filed with the **SEC**  
27 **Commission** as to such security, or while the registration statement is the  
28 subject of a refusal order or stop order or (prior to the effective date of

the registration statement) any public proceeding or examination under Section 8 of the Securities Act, 15 U.S.C. § 77h.

II.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that the Entity Defendants and their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act, 15 U.S.C. § 77q(a), in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

III.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Entity Defendants and their agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the “Exchange Act”), 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated thereunder, 17 C.F.R. § 240.10b-5, by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

(a) to employ any device, scheme, or artifice to defraud;

1                   (b) to make any untrue statement of a material fact or to omit to state a  
2                   material fact necessary in order to make the statements made, in the light  
3                   of the circumstances under which they were made, not misleading; or  
4                   (c) to engage in any act, practice, or course of business which operates or  
5                   would operate as a fraud or deceit upon any person.

6                   **IV.**

7                   IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that  
8                   the Entity Defendants are liable, jointly and severally with each other, and with Steve  
9                   Chen, for disgorgement of \$135,598,118.47 representing profits gained as a result of  
10                  the conduct alleged in the Complaint, together with prejudgment interest thereon in  
11                  the amount of \$9,811,646.50. The Entity Defendants' obligation to pay  
12                  disgorgement and prejudgment interest will be deemed satisfied by the amounts  
13                  collected by the court-appointed receiver to be set forth in the receiver's final report  
14                  and accounting to the Court. At the request of the SEC, no civil penalty will be  
15                  ordered against the Entity Defendants.

16                  **V.**

17                  IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Entity  
18                  Defendants' Consent is incorporated herein with the same force and effect as if fully  
19                  set forth herein, and that the Entity Defendants shall comply with all of the  
20                  undertakings and agreements set forth therein.

21                  **VI.**

22                  IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for  
23                  purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code,  
24                  11 U.S.C. §523, the allegations in the complaint are true and admitted by the Entity  
25                  Defendants, and further, any debt for disgorgement, prejudgment interest, **civil**  
26                  **penalty** or other amounts due by the Entity Defendants under this Judgment or any  
27                  other judgment, order, consent order, decree or settlement agreement entered in  
28                  connection with this proceeding, is a debt for the violation by the Entity Defendants

1 of the federal securities laws or any regulation or order issued under such laws, as set  
2 forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. § 523(a)(19).

3 **VII.**

4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court  
5 shall retain jurisdiction of this matter for the purposes of enforcing the terms of this  
6 Judgment.

7 **VIII.**

8 There being no just reason for delay, pursuant to Rule 54(b) of the Federal  
9 Rules of Civil Procedure, the Clerk is ordered to enter this Judgment forthwith and  
10 without further notice.

11 Dated: March 16, 2017



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12 R. GARY KLAUSNER  
13 United States District Judge

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